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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

**IN RE: LIQUID ALUMINUM SULFATE  
ANTITRUST LITIGATION**

Civil Action No. 16-md-2687  
(JLL) (JAD) (MDL 2687)

*This Document Relates to: City of Homestead, Florida v.  
American Securities LLC et al., 2:18-cv-02241*

**DEFENDANTS AMERICAN SECURITIES LLC'S, MATTHEW  
LEBARON'S AND SCOTT WOLFF'S ANSWER AND AFFIRMATIVE  
DEFENSES TO INDIRECT PURCAHSER PLAINTIFFS' AMENDED COMPLAINT**

Defendants American Securities LLC, Matthew LeBaron, and Scott Wolff (collectively, "American Securities") answer the allegations set forth in the City of Homestead, Florida's ("Plaintiff" or "Indirect Purchaser Plaintiff") Complaint (Dkt. No. 1 in 18-cv-02241) (the "Complaint"), and allege additional or affirmative defenses as follows. To the extent not specifically admitted, all allegations of the Complaint are denied. Furthermore, the section headings are included only for purposes of clarity and organization, and American Securities specifically denies any factual or legal allegations in the headings used in the Complaint.

1. The allegations contained in Paragraph 1 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations

contained in Paragraph 1, except admits that Plaintiff purports to bring a class action on behalf of all indirect purchasers of liquid aluminum sulfate (“LAS” or “Alum”) who are similarly situated alleging violations of state antitrust and consumer protection statutes and for unjust enrichment against Defendants named in this action. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in the last sentence of this paragraph.

### **INTRODUCTION**

2. The allegations contained in Paragraph 2 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 2, except admits that Plaintiff purports to bring this multistate indirect-purchaser antitrust and consumer class action against Defendants. American Securities further denies the allegations contained in Paragraph 2 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct.

3. American Securities denies the allegations contained in Paragraph 3 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

4. American Securities denies the allegations contained in Paragraph 4 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

5. American Securities denies the allegations contained in Paragraph 5 of the Complaint insofar as they purport to allege that American Securities participated in any

conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others named as defendants in the IPP Consolidated Complaint in *In re Liquid Aluminum Sulfate Antitrust Litigation*, Civil Action No. 2:16-md-02687 (D.N.J.) filed on October 17, 2016 (ECF No. 242).

6. American Securities denies the allegations contained in Paragraph 6 of the Complaint.

7. American Securities denies the allegations contained in Paragraph 7 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 7 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 7 to the extent they mischaracterize or are inconsistent with those documents.

8. The allegations contained in Paragraph 8 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 8 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 8 of the Complaint purport to summarize or quote from documents, the

documents speak for themselves. American Securities further denies the allegations contained in Paragraph 8 to the extent they mischaracterize or are inconsistent with those documents.

9. The allegations contained in Paragraph 9 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 9 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 9 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 9 to the extent they mischaracterize or are inconsistent with those documents.

10. The allegations contained in Paragraph 10 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 10 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 10 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 10 to the extent they mischaracterize or are inconsistent with those documents.

11. American Securities denies the allegations contained in Paragraph 11 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities admits that three others named as defendants in the IPP Consolidated Complaint have pleaded guilty in connection with the sale and marketing of Alum.

12. American Securities denies the allegations contained in Paragraph 12 of the Complaint.

#### **JURISDICTION AND VENUE**

13. The allegations contained in Paragraph 13 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

14. The allegations contained in Paragraph 14 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

15. The allegations contained in Paragraph 15 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

16. American Securities denies the allegations contained in Paragraph 16 of the Complaint.

17. American Securities denies the allegations contained in Paragraph 17 of the Complaint.

18. American Securities denies the allegations contained in Paragraph 18 of the Complaint.

#### **II. PLAINTIFF**

19. American Securities denies the allegations contained in Paragraph 19 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations. American Securities further denies the last sentence in Paragraph 19 of the Complaint.

### **III. DEFENDANTS**

#### **A. American Securities**

20. American Securities admits the allegations contained in Paragraph 20 of the Complaint.

21. American Securities denies the allegations contained in Paragraph 21 of the Complaint to the extent it purports to allege that American Securities, at any time, owned Chemtrade Logistics Income Fund, Chemtrade Chemicals Corporation, Chemtrade Chemicals US LLC, and/or Chemtrade Solutions, LLC. American Securities otherwise admits that it owed certain GenChem entities through a holding company called GenTek, Inc., from October 29, 2009, to January 23, 2014.

22. The allegations contained in Paragraph 22 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 22 of the Complaint.

23. American Securities denies the allegations contained in Paragraph 23 of the Complaint.

#### **B. Matthew LeBaron**

24. American Securities admits the allegations contained in Paragraph 24 of the Complaint.

**C. Scott Wolff**

25. American Securities denies the allegations contained in Paragraph 25 of the Complaint, except admits that Scott Wolff joined American Securities in 2002 and has been a Managing Director since 2012.

**IV. CO-CONSPIRATOR CORPORATIONS**

**A. GenChem**

26. American Securities admits the allegations contained in Paragraph 26 of the Complaint.

27. American Securities admits the allegations contained in Paragraph 27 of the Complaint.

28. American Securities admits the allegations contained in Paragraph 28 of the Complaint.

29. American Securities denies the allegations contained in Paragraph 29 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that General Chemical was a wholly owned and controlled subsidiary of GenTek, Inc.

30. American Securities denies the allegations contained in Paragraph 30 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

31. American Securities denies the allegations contained in Paragraph 31 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

32. American Securities denies the allegations contained in Paragraph 32 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

33. American Securities denies the allegations contained in Paragraph 33 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

34. American Securities admits the allegations contained in Paragraph 34 of the Complaint.

**B. C&S**

35. American Securities denies the allegations contained in Paragraph 35 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**C. GEO**

36. American Securities denies the allegations contained in Paragraph 36 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**D. USALCO**

37. American Securities denies the allegations contained in Paragraph 37 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

38. American Securities denies the allegations contained in Paragraph 38 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

39. American Securities denies the allegations contained in Paragraph 39 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**E. Kemira**

40. American Securities denies the allegations contained in Paragraph 40 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

41. American Securities denies the allegations contained in Paragraph 41 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**F. Southern Ionics**

42. American Securities denies the allegations contained in Paragraph 42 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**V. CO-CONSPIRATOR INDIVIDUALS**

43. American Securities denies the allegations contained in Paragraph 43 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 43 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Reichl served as Vice President of Sales and Marketing until he was terminated in 2010. American Securities further admits that Reichl entered into a plea agreement in connection with the sale and marketing of Alum. American Securities refers Plaintiff to the respective plea agreement for a review of its contents.

44. American Securities denies the allegations contained in Paragraph 44 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 44 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Steppig entered into a plea agreement in connection with the sale and marketing of Alum. American Securities refers Plaintiff to the respective plea agreement for a review of its contents.

45. American Securities denies the allegations contained in Paragraph 45 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 45 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Opalewski served as President of GenChem from 2009 to 2011 and his responsibilities included directing the sale and marketing of Alum.

46. American Securities denies the allegations contained in Paragraph 46 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 46 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Avraamides served as the Vice President of Sales and Marketing at GenChem from 2010 to 2011 and his responsibilities included directing the sale and marketing of Alum.

47. American Securities denies the allegations contained in Paragraph 47 of the Complaint insofar as they purport to allege that American Securities participated in any

conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 47 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Gupta served as the Director of Sales and Marketing for Water Treatment Chemicals for GenChem from 2009 to 2012 and her responsibilities included directing the sale and marketing of Alum.

48. American Securities denies the allegations contained in Paragraph 48 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 48 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

49. American Securities denies the allegations contained in Paragraph 49 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 49 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

50. American Securities denies the allegations contained in Paragraph 50 of the Complaint.

## **VI. ADDITIONAL CO-CONSPIRATORS**

51. The allegations contained in Paragraph 51 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 51 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to

the truth of the allegations in this paragraph insofar as they concern unnamed Defendants or other alleged co-conspirators. American Securities further denies the allegations contained in the last two sentences of Paragraph 51.

**BACKGROUND CONCERNING ALUM AND ASPECTS OF THE ALUM MARKET THAT MADE IT SUSCEPTIBLE TO COLLUSION**

**I. LIQUID ALUMINUM SULFATE**

52. American Securities admits the allegations contained in Paragraph 52 of the Complaint.

53. American Securities admits the allegations contained in Paragraph 53 of the Complaint.

54. American Securities denies the allegations contained in Paragraph 54 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

55. American Securities denies the allegations contained in Paragraph 55 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

56. American Securities denies the allegations contained in Paragraph 56 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

57. American Securities denies the allegations contained in Paragraph 57 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**II. THE NATURE OF THE LAS INDUSTRY MAKES IT SUSCEPTIBLE TO COLLUSION**

58. The allegations contained in Paragraph 58 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 58 of the Complaint.

**A. Alum Is a Commoditized Product**

59. American Securities denies the allegations contained in Paragraph 59 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

60. American Securities denies the allegations contained in Paragraph 60 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 60 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 60 to the extent they mischaracterize or are inconsistent with those documents.

**B. The Bidding Process**

61. American Securities admits the allegations contained in Paragraph 61 of the Complaint.

62. American Securities denies the allegations contained in Paragraph 62 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

63. American Securities denies the allegations contained in Paragraph 63 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

64. American Securities denies the allegations contained in Paragraph 64 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

65. American Securities denies the allegations contained in Paragraph 65 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**C. The Market for Alum Is Mature And Demand Growth Was Weak During the Class Period**

66. American Securities denies the allegations contained in Paragraph 66 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

67. American Securities denies the allegations contained in Paragraph 67 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 67 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 67 to the extent they mischaracterize or are inconsistent with those documents.

68. American Securities denies the allegations contained in Paragraph 68 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 68 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 68 to the extent they mischaracterize or are inconsistent with those documents.

69. American Securities denies the allegations contained in Paragraph 69 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 69 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 69 to the extent they mischaracterize or are inconsistent with those documents.

**D. Despite Stable Or Declining Costs, The Prices For Alum Increased During The Class Period**

70. American Securities denies the allegations contained in Paragraph 70 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise denies the allegations contained in Paragraph 70 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

71. American Securities denies the allegations contained in Paragraph 71 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

72. American Securities denies the allegations contained in Paragraph 72 and its subparts of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph and its subparts insofar as they concern others. To the extent the allegations in Paragraph 72 and its subparts of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the

allegations contained in Paragraph 72 and its subparts to the extent they mischaracterize or are inconsistent with those documents.

73. American Securities denies the allegations contained in Paragraph 73 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 73 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 73 to the extent they mischaracterize or are inconsistent with those documents.

74. American Securities denies the allegations contained in Paragraph 74 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 74 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 74 to the extent they mischaracterize or are inconsistent with those documents.

75. American Securities denies the allegations contained in Paragraph 75 of the Complaint.

**E. High Barriers To Entry Exist In The Alum Market**

76. American Securities denies the allegations contained in Paragraph 76 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 76 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 76 to the extent they mischaracterize or are inconsistent with those documents.

77. American Securities denies the allegations contained in Paragraph 77 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

78. American Securities denies the allegations contained in Paragraph 78 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**F. The Alum Market Is Highly Concentrated**

79. American Securities denies the allegations contained in Paragraph 79 of the Complaint.

**EVIDENCE OF THE CONSPIRACY**

**I. SEVERAL CONSPIRATORS HAVE PLED GUILTY OR HAVE BEEN INDICTED**

80. American Securities denies the allegations contained in Paragraph 80 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that GenChem became an amnesty applicant in March 2011 and was in communications with the Department of Justice regarding certain activity in the Alum industry.

81. American Securities denies the allegations contained in Paragraph 81 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct, except admits that three others named as defendants in the IPP Consolidated Complaint have pleaded guilty in connection with the sale and marketing of Alum. American Securities further admits that GenChem has sought conditional amnesty and leniency with the Department of Justice regarding certain activity in the Alum industry.

82. American Securities denies the allegations contained in Paragraph 82 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Reichl was a former executive of GenChem. American Securities further admits that Reichl entered into a plea agreement in connection with the sale and marketing of Alum. American Securities refers Plaintiff to the respective plea agreement for a review of its contents. To the extent the allegations in Paragraph 82 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 82 to the extent they mischaracterize or are inconsistent with those documents.

83. The allegations contained in Paragraph 83 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 83 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others, except admits that GEO pleaded guilty for its role in a conspiracy with regard to Alum. American Securities refers Plaintiff to the respective documents and dockets for a review of their contents. To the extent the allegations in Paragraph 83 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the

allegations contained in Paragraph 83 to the extent they mischaracterize or are inconsistent with those documents.

84. American Securities denies the allegations contained in Paragraph 84 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations, except admits that Steppig pleaded guilty for his role in a conspiracy with regard to Alum.

85. American Securities denies the allegations contained in Paragraph 85 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 85 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 85 to the extent they mischaracterize or are inconsistent with those documents.

## **II. CONSPIRATORS HAD AN INCENTIVE TO CONSPIRE**

86. American Securities denies the allegations contained in Paragraph 86 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

87. American Securities denies the allegations contained in Paragraph 87 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 87 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 87 to the extent they mischaracterize or are inconsistent with those documents.

**III. THE CONSPIRACY WAS HATCHED WITH A MEETING IN 1997**

88. American Securities denies the allegations contained in Paragraph 88 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 88 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 88 to the extent they mischaracterize or are inconsistent with those documents.

89. American Securities denies the allegations contained in Paragraph 89 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

90. American Securities denies the allegations contained in Paragraph 90 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**IV. CONSPIRATORS PARTICIPATED IN AND FURTHERED THE CONSPIRACY IN SEVERAL WAYS**

91. American Securities denies the allegations contained in Paragraph 91 of the Complaint.

**A. Meetings Between Supposed Competitors**

92. American Securities denies the allegations contained in Paragraph 92 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in

this paragraph insofar as they concern others. To the extent the allegations in Paragraph 92 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 92 to the extent they mischaracterize or are inconsistent with those documents.

93. American Securities denies the allegations contained in Paragraph 93 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

94. American Securities denies the allegations contained in Paragraph 94 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. To the extent the allegations in Paragraph 94 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities denies the allegations contained in Paragraph 94 subpart (e) of the Complaint. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

**B. Conspirators Repeatedly Affirmed Their Commitment To Conspire With Each Other**

95. American Securities denies the allegations contained in Paragraph 95 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

96. American Securities denies the allegations contained in Paragraph 96 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 96 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 96 to the extent they mischaracterize or are inconsistent with those documents.

97. American Securities denies the allegations contained in Paragraph 97 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 97 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 97 to the extent they mischaracterize or are inconsistent with those documents.

98. American Securities denies the allegations contained in Paragraph 98 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**C. Conspirators' Internal Documents Demonstrate A Commitment To Conspire**

99. American Securities denies the allegations contained in Paragraph 99 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 99 of the Complaint purport to summarize or quote from documents, the documents speak for

themselves. American Securities further denies the allegations contained in Paragraph 99 to the extent they mischaracterize or are inconsistent with those documents.

**D. Conspirators Used Code Phrases To Hide And Further The Conspiracy**

100. American Securities denies the allegations contained in Paragraph 100 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 100 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 100 to the extent they mischaracterize or are inconsistent with those documents.

101. American Securities denies the allegations contained in Paragraph 101 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 101 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 101 to the extent they mischaracterize or are inconsistent with those documents.

102. American Securities denies the allegations contained in Paragraph 102 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 102 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 102 to the extent they mischaracterize or are inconsistent with those documents.

103. American Securities denies the allegations contained in Paragraph 103 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 103 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 103 to the extent they mischaracterize or are inconsistent with those documents.

104. American Securities denies the allegations contained in Paragraph 104 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 104 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 104 to the extent they mischaracterize or are inconsistent with those documents.

105. American Securities denies the allegations contained in Paragraph 105 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

**E. Specific Examples Of Conspirators  
Rigging Bids And Allocating Customers**

106. The allegations contained in Paragraph 106 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations

contained in Paragraph 106 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

**1. Rochester, MN (2005)**

107. American Securities denies the allegations contained in Paragraph 107 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

108. American Securities denies the allegations contained in Paragraph 108 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

109. American Securities denies the allegations contained in Paragraph 109 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**2. Mahrt, AL (2006)**

110. American Securities denies the allegations contained in Paragraph 110 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

111. American Securities denies the allegations contained in Paragraph 111 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

112. American Securities denies the allegations contained in Paragraph 112 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

113. American Securities denies the allegations contained in Paragraph 113 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

114. American Securities denies the allegations contained in Paragraph 114 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

115. American Securities denies the allegations contained in Paragraph 115 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 115 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 115 to the extent they mischaracterize or are inconsistent with those documents.

116. American Securities denies the allegations contained in Paragraph 116 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

### **3. Akzo Nobel And Mead-Westvaco (2006)**

117. American Securities denies the allegations contained in Paragraph 117 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

118. American Securities denies the allegations contained in Paragraph 118 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 118 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities

further denies the allegations contained in Paragraph 118 to the extent they mischaracterize or are inconsistent with those documents.

**4. Pittsburg, CA (2008 & 2009)**

119. American Securities denies the allegations contained in Paragraph 119 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

120. American Securities denies the allegations contained in Paragraph 120 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

121. American Securities denies the allegations contained in Paragraph 121 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**5. Dekalb County, GA (2009)**

122. American Securities denies the allegations contained in Paragraph 122 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

123. American Securities denies the allegations contained in Paragraph 123 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

124. American Securities denies the allegations contained in Paragraph 124 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 124 of the Complaint purport to

summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 124 to the extent they mischaracterize or are inconsistent with those documents.

125. American Securities denies the allegations contained in Paragraph 125 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 125 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 125 to the extent they mischaracterize or are inconsistent with those documents.

**6. City of Frankfort, KY (2009)**

126. American Securities denies the allegations contained in Paragraph 126 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

127. American Securities denies the allegations contained in Paragraph 127 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 127 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 127 to the extent they mischaracterize or are inconsistent with those documents.

**7. Henderson and Charlotte, NC (2009)**

128. American Securities denies the allegations contained in Paragraph 128 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

129. American Securities denies the allegations contained in Paragraph 129 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

130. American Securities denies the allegations contained in Paragraph 130 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

131. American Securities denies the allegations contained in Paragraph 131 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

132. American Securities denies the allegations contained in Paragraph 132 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

#### **8. Maryville, TN (2009 – 2010)**

133. American Securities denies the allegations contained in Paragraph 133 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

134. American Securities denies the allegations contained in Paragraph 134 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

135. American Securities denies the allegations contained in Paragraph 135 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the

allegations. To the extent the allegations in Paragraph 135 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 135 to the extent they mischaracterize or are inconsistent with those documents.

136. American Securities denies the allegations contained in Paragraph 136 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**9. High Point, NC (2010)**

137. American Securities denies the allegations contained in Paragraph 137 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

138. American Securities denies the allegations contained in Paragraph 138 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

139. American Securities denies the allegations contained in Paragraph 139 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 139 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 139 to the extent they mischaracterize or are inconsistent with those documents.

140. American Securities denies the allegations contained in Paragraph 140 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

141. American Securities denies the allegations contained in Paragraph 141 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

142. American Securities denies the allegations contained in Paragraph 142 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

143. American Securities denies the allegations contained in Paragraph 143 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 143 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 143 to the extent they mischaracterize or are inconsistent with those documents.

#### **10. Maysville, KY (2010)**

144. American Securities denies the allegations contained in Paragraph 144 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

145. American Securities denies the allegations contained in Paragraph 145 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 145 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 145 to the extent they mischaracterize or are inconsistent with those documents.

146. American Securities denies the allegations contained in Paragraph 146 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the

allegations. To the extent the allegations in Paragraph 146 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 146 to the extent they mischaracterize or are inconsistent with those documents.

147. American Securities denies the allegations contained in Paragraph 147 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**11. Sulphur Springs, TX (2010)**

148. American Securities denies the allegations contained in Paragraph 148 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

149. American Securities denies the allegations contained in Paragraph 149 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 149 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 149 to the extent they mischaracterize or are inconsistent with those documents.

150. American Securities denies the allegations contained in Paragraph 150 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others. To the extent the allegations in Paragraph 150 of the Complaint purport to summarize or quote from documents, the documents speak for

themselves. American Securities further denies the allegations contained in Paragraph 150 to the extent they mischaracterize or are inconsistent with those documents.

**12. Hickory, NC (2010)**

151. American Securities denies the allegations contained in Paragraph 151 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

152. American Securities denies the allegations contained in Paragraph 152 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 152 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 152 to the extent they mischaracterize or are inconsistent with those documents.

**13. Somerset, KY (2010)**

153. American Securities denies the allegations contained in Paragraph 153 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

154. American Securities denies the allegations contained in Paragraph 154 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

155. American Securities denies the allegations contained in Paragraph 155 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 155 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities

further denies the allegations contained in Paragraph 155 to the extent they mischaracterize or are inconsistent with those documents.

156. American Securities denies the allegations contained in Paragraph 156 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**14. Columbia, SC (2010)**

157. American Securities denies the allegations contained in Paragraph 157 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

158. American Securities denies the allegations contained in Paragraph 158 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

159. American Securities denies the allegations contained in Paragraph 159 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

160. American Securities denies the allegations contained in Paragraph 160 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**15. Sidney, OH (2010)**

161. American Securities denies the allegations contained in Paragraph 161 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

162. American Securities denies the allegations contained in Paragraph 162 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the

allegations. To the extent the allegations in Paragraph 162 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 162 to the extent they mischaracterize or are inconsistent with those documents.

**16. Monteregie & St. Jean sur Richlieu (2010)**

163. American Securities denies the allegations contained in Paragraph 163 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

164. American Securities denies the allegations contained in Paragraph 164 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 164 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 164 to the extent they mischaracterize or are inconsistent with those documents.

**17. Domtar Paper Company (2010-2011)**

165. American Securities denies the allegations contained in Paragraph 165 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

166. American Securities denies the allegations contained in Paragraph 166 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

167. American Securities denies the allegations contained in Paragraph 167 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 167 of the Complaint purport to

summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 167 to the extent they mischaracterize or are inconsistent with those documents.

168. American Securities denies the allegations contained in Paragraph 168 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**18. Georgia Pacific Paper Company (2011)**

169. American Securities denies the allegations contained in Paragraph 169 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

170. American Securities denies the allegations contained in Paragraph 170 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

**19. Manatee County, Tampa Bay & Peace River Manasota Regional Water Supply**

171. American Securities denies the allegations contained in Paragraph 171 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

172. American Securities denies the allegations contained in Paragraph 172 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 172 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 172 to the extent they mischaracterize or are inconsistent with those documents.

173. American Securities denies the allegations contained in Paragraph 173 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 173 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 173 to the extent they mischaracterize or are inconsistent with those documents.

**F. To Maintain The Conspiracy, Conspirators Also Allocated Customers Involving Other Sulfate-Based Water Treatment Chemical Products**

174. American Securities denies the allegations contained in Paragraph 174 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

175. American Securities denies the allegations contained in Paragraph 175 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 175 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 175 to the extent they mischaracterize or are inconsistent with those documents.

176. American Securities denies the allegations contained in Paragraph 176 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 176 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities

further denies the allegations contained in Paragraph 176 to the extent they mischaracterize or are inconsistent with those documents.

**G. Conspirators Relied Upon Throwaway Bids To Further The Conspiracy**

177. American Securities denies the allegations contained in Paragraph 177 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

178. The allegations contained in Paragraph 178 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 178 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

**H. Conspirators Policed and Enforced The Conspiracy**

179. American Securities denies the allegations contained in Paragraph 179 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph insofar as they concern others.

180. American Securities denies the allegations contained in Paragraph 180 of the Complaint insofar as they purport to allege that American Securities participated in any conspiracy or engaged in any illegal or anticompetitive conduct. American Securities otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in

this paragraph insofar as they concern others named as defendants in the IPP Consolidated Complaint.

181. American Securities denies the allegations contained in Paragraph 181 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations. To the extent the allegations in Paragraph 181 of the Complaint purport to summarize or quote from documents, the documents speak for themselves. American Securities further denies the allegations contained in Paragraph 181 to the extent they mischaracterize or are inconsistent with those documents.

**I. American Securities' Role**

182. American Securities denies the allegations contained in Paragraph 182 of the Complaint.

183. American Securities denies the allegations contained in Paragraph 183 of the Complaint.

184. American Securities denies the allegations contained in Paragraph 184 of the Complaint.

185. American Securities denies the allegations contained in Paragraph 185 of the Complaint.

186. American Securities denies the allegations contained in Paragraph 186 of the Complaint.

187. American Securities denies the allegations contained in Paragraph 187 of the Complaint.

188. American Securities denies the allegations contained in Paragraph 188 of the Complaint.

189. American Securities denies the allegations contained in Paragraph 189 of the Complaint.

190. American Securities denies the allegations contained in Paragraph 190 of the Complaint.

191. American Securities denies the allegations contained in Paragraph 191 of the Complaint.

192. American Securities denies the allegations contained in Paragraph 192 of the Complaint. American Securities otherwise denies the allegations contained in Paragraph 192 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

193. American Securities denies the allegations contained in Paragraph 193 of the Complaint.

194. American Securities denies the allegations contained in Paragraph 194 of the Complaint, except admits that Larry McShane contacted American Securities management in 2012.

#### **CLASS ACTION ALLEGATIONS**

195. The allegations contained in Paragraph 195 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

196. The allegations contained in Paragraph 196 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 196 of the Complaint.

197. The allegations contained in Paragraph 197 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 197 of the Complaint.

198. The allegations contained in Paragraph 198 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 198 of the Complaint.

199. The allegations contained in Paragraph 199 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

200. American Securities denies the allegations contained in Paragraph 200 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

201. The allegations contained in Paragraph 201 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

202. The allegations contained in Paragraph 202 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

**PLAINTIFF AND THE CLASS SUFFERED  
ANTITRUST AND CONSUMER PROTECTION INJURY**

203. The allegations contained in Paragraph 203 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 203 of the Complaint.

204. The allegations contained in Paragraph 204 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 204 of the Complaint.

205. American Securities denies the allegations contained in Paragraph 205 of the Complaint.

**TOLLING OF THE STATUTE OF LIMITATIONS,  
FRUADULENT CONCEALMENT AND EQUITABLE TOLLING**

206. American Securities denies the allegations contained in Paragraph 206 of the Complaint.

207. American Securities denies the allegations contained in Paragraph 207 of the Complaint.

208. American Securities denies the allegations contained in Paragraph 208 of the Complaint.

209. American Securities denies the allegations contained in Paragraph 209 of the Complaint.

210. American Securities denies the allegations contained in Paragraph 210 of the Complaint.

211. American Securities denies the allegations contained in Paragraph 211 of the Complaint.

212. The allegations contained in Paragraph 212 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 212 of the Complaint.

#### **FIRST CLAIM FOR RELIEF**

##### **(Violation Of State Antitrust Statutes)**

213. American Securities repeats and incorporates by reference its responses to Paragraphs 1 through 212 above, as if fully set forth herein. American Securities denies the allegations contained in Paragraph 213 of the Complaint.

214. American Securities denies the allegations contained in Paragraph 214 of the Complaint.

215. American Securities denies the allegations contained in Paragraph 215 of the Complaint.

216. The allegations contained in Paragraph 216 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 216 of the Complaint.

217. The allegations contained in Paragraph 217 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 217 of the Complaint.

218. The allegations contained in Paragraph 218 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 218 of the Complaint.

#### **SECOND CLAIM FOR RELIEF**

**(Violation Of State Consumer Protection And  
Unfair And Deceptive Trade Practices Statutes)**

219. American Securities repeats and incorporates by reference its responses to Paragraphs 1 through 218 above, as if fully set forth herein.

220. The allegations contained in Paragraph 220 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 220 of the Complaint.

221. American Securities denies the allegations contained in Paragraph 221 of the Complaint for lack of knowledge or information sufficient to form a belief as to the truth of the allegations.

222. The allegations contained in Paragraph 222 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 222 of the Complaint.

**Alabama Deceptive Trade Practices Act  
Ala. Code § 8-19-10 *et seq.***

223. The allegations contained in Paragraph 223 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

224. American Securities denies the allegations contained in Paragraph 224 of the Complaint.

225. The allegations contained in Paragraph 225 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 225 of the Complaint.

226. The allegations contained in Paragraph 226 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 226 of the Complaint.

**Arkansas Deceptive Trade Practices Act  
Arkansas Code Annotated § 4-88-101 *et seq.***

227. The allegations contained in Paragraph 227 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

228. American Securities denies the allegations contained in Paragraph 228 of the Complaint.

229. The allegations contained in Paragraph 229 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 229 of the Complaint.

230. The allegations contained in Paragraph 230 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 230 of the Complaint.

**California Unfair Competition Law (“CUCL”)**  
**California Bus. & Prof. Code § 17200 *et seq.***

231. The allegations contained in Paragraph 231 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

232. American Securities denies the allegations contained in Paragraph 232 of the Complaint.

233. The allegations contained in Paragraph 233 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 233 of the Complaint.

234. The allegations contained in Paragraph 234 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 234 of the Complaint.

**Colorado Consumer Protection Act (“CCPA”)**  
**Colo. Rev. Stat. § 6-1-101 *et seq.***

235. The allegations contained in Paragraph 235 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff

purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

236. American Securities denies the allegations contained in Paragraph 236 of the Complaint. The allegations contained in the first sentence of Paragraph 236 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

237. The allegations contained in Paragraph 237 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 237 of the Complaint.

238. The allegations contained in Paragraph 238 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 238 of the Complaint.

**District of Columbia Consumer Protection Procedures Act (“DCCPPA”)  
District of Columbia Code § 28-3901 *et seq.***

239. The allegations contained in Paragraph 239 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

240. American Securities denies the allegations contained in Paragraph 240 of the Complaint. The allegations contained in the first sentence of Paragraph 240 of the Complaint

constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

241. The allegations contained in Paragraph 241 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 241 of the Complaint.

242. The allegations contained in Paragraph 242 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 242 of the Complaint.

**Florida Deceptive and Unfair Trade Practices Act (“FDUTPA”)**  
**Florida Stat. §§ 501.201 *et seq.***

243. The allegations contained in Paragraph 243 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

244. The allegations contained in Paragraph 244 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 244 of the Complaint.

245. The allegations contained in Paragraph 245 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 245 of the Complaint.

**Massachusetts Consumer Protection Act (“MCPA”)**  
**Mass. Gen. L. Ch. 93A *et seq.***

246. The allegations contained in Paragraph 246 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

247. American Securities denies the allegations contained in Paragraph 247 of the Complaint.

248. The allegations contained in Paragraph 248 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 248 of the Complaint.

249. The allegations contained in Paragraph 249 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 249 of the Complaint.

**Nebraska Consumer Protection Act (“CPA”)**  
**Nebraska Rev. Stat. § 59-1601 *et seq.***

250. The allegations contained in Paragraph 250 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff

purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

251. The allegations contained in Paragraph 251 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiffs purport to cite the referenced statute and refers Plaintiffs to the respective statute for a review of its contents.

252. American Securities denies the allegations contained in Paragraph 252 of the Complaint.

253. The allegations contained in Paragraph 253 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 253 of the Complaint.

254. The allegations contained in Paragraph 254 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 254 of the Complaint.

**New Hampshire Consumer Protection Act (“NHCPA”)**  
**New Hampshire Rev. Stat. § 358-A:2 *et seq.***

255. The allegations contained in Paragraph 255 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

256. The allegations contained in Paragraph 256 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiffs purport to cite the referenced statute and refers Plaintiffs to the respective statute for a review of its contents.

257. American Securities denies the allegations contained in Paragraph 257 of the Complaint.

258. The allegations contained in Paragraph 258 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 258 of the Complaint.

259. The allegations contained in Paragraph 259 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 259 of the Complaint.

**New Mexico Unfair Practices Act (“NMUPA”)**  
**New Mexico Stat. § 57-12-1 *et seq.***

260. The allegations contained in Paragraph 260 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

261. American Securities denies the allegations contained in Paragraph 261 of the Complaint.

262. The allegations contained in Paragraph 262 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 262 of the Complaint.

263. The allegations contained in Paragraph 263 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 263 of the Complaint.

**New York Consumer Protection Act (“CPA”)**  
**New York Gen. Bus. Law § 349 *et seq.***

264. The allegations contained in Paragraph 264 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

265. American Securities denies the allegations contained in Paragraph 265 of the Complaint.

266. The allegations contained in Paragraph 266 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 266 of the Complaint.

267. The allegations contained in Paragraph 267 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 267 of the Complaint.

**North Carolina Unfair And Deceptive Trade Practices Act (“UDTPA”)**  
**North Carolina Gen. Stat. § 75-1.1 *et seq.***

268. The allegations contained in Paragraph 268 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

269. American Securities denies the allegations contained in Paragraph 269 of the Complaint.

270. The allegations contained in Paragraph 270 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 270 of the Complaint.

271. The allegations contained in Paragraph 271 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 271 of the Complaint.

**Oregon Unfair Trade Practices Act (“OUTPA”)**  
**Oregon Rev. Stat. § 646.605 *et seq.***

272. The allegations contained in Paragraph 272 of the Complaint constitute legal contentions and/or conclusions and Plaintiff’s characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff

purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

273. The allegations contained in Paragraph 273 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

274. American Securities denies the allegations contained in Paragraph 274 of the Complaint.

275. The allegations contained in Paragraph 275 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 275 of the Complaint.

276. The allegations contained in Paragraph 276 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 276 of the Complaint.

**Rhode Island Deceptive Trade Practices Act (“DTPA”)**  
**Rhode Island Gen. Laws § 6-13-1.1 *et seq.***

277. The allegations contained in Paragraph 277 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

278. American Securities denies the allegations contained in Paragraph 278 of the Complaint.

279. The allegations contained in Paragraph 279 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 279 of the Complaint.

280. The allegations contained in Paragraph 280 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 280 of the Complaint.

**South Carolina Unfair Trade Practices Act ("UTPA")**  
**South Carolina Code 1976 § 39-5-140 *et seq.***

281. The allegations contained in Paragraph 281 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

282. American Securities denies the allegations contained in Paragraph 282 of the Complaint.

283. The allegations contained in Paragraph 283 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 283 of the Complaint.

284. The allegations contained in Paragraph 284 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 284 of the Complaint.

**Vermont Consumer Fraud Act ("UDTPA")**  
**Vermont Stat. tit. 9 § 2451 *et seq.***

285. The allegations contained in Paragraph 285 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities admits that Plaintiff purports to cite the referenced statute and refers Plaintiff to the respective statute for a review of its contents.

286. American Securities denies the allegations contained in Paragraph 286 of the Complaint.

287. The allegations contained in Paragraph 287 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 287 of the Complaint.

288. The allegations contained in Paragraph 288 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 288 of the Complaint.

**THIRD CLAIM FOR RELIEF**

**(Unjust Enrichment And Disgorgement Of Profits)**

289. American Securities repeats and incorporates by reference its responses to Paragraphs 1 through 288 above, as if fully set forth herein.

290. The allegations contained in Paragraph 290 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required.

291. American Securities denies the allegations contained in Paragraph 291 of the Complaint.

292. American Securities denies the allegations contained in Paragraph 292 of the Complaint.

293. The allegations contained in Paragraph 293 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 293 of the Complaint.

294. The allegations contained in Paragraph 294 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 294 of the Complaint.

295. The allegations contained in Paragraph 295 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 295 of the Complaint.

296. The allegations contained in Paragraph 296 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 296 of the Complaint.

297. American Securities denies the allegations contained in Paragraph 297 of the Complaint.

298. The allegations contained in Paragraph 298 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 298 of the Complaint.

299. The allegations contained in Paragraph 299 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 299 of the Complaint, except admits Plaintiff seeks disgorgement of profits resulting from alleged overpayments and establishment of a constructive trust.

#### **Unjust Enrichment: Alabama**

300. The allegations contained in Paragraph 300 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 300 of the Complaint.

301. The allegations contained in Paragraph 301 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 301 of the Complaint.

302. The allegations contained in Paragraph 302 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 302 of the Complaint.

**Unjust Enrichment: Arizona**

303. The allegations contained in Paragraph 303 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 303 of the Complaint.

304. The allegations contained in Paragraph 304 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 304 of the Complaint.

305. American Securities denies the allegations contained in Paragraph 305 of the Complaint.

306. The allegations contained in Paragraph 306 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 306 of the Complaint.

307. In response to the allegations contained in Paragraph 307 of the Complaint, American Securities denies that IPPs are entitled any relief.

308. The allegations contained in Paragraph 308 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 308 of the Complaint.

**Unjust Enrichment: Arkansas**

309. The allegations contained in Paragraph 309 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 309 of the Complaint.

310. The allegations contained in Paragraph 310 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 310 of the Complaint.

311. The allegations contained in Paragraph 311 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 311 of the Complaint.

**Unjust Enrichment: California**

312. The allegations contained in Paragraph 312 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 312 of the Complaint.

313. The allegations contained in Paragraph 313 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 313 of the Complaint.

314. The allegations contained in Paragraph 314 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 314 of the Complaint.

315. The allegations contained in Paragraph 315 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 315 of the Complaint.

**Unjust Enrichment: Colorado**

316. The allegations contained in Paragraph 316 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 316 of the Complaint.

317. The allegations contained in Paragraph 317 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 317 of the Complaint.

318. The allegations contained in Paragraph 318 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 318 of the Complaint.

319. The allegations contained in Paragraph 319 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 319 of the Complaint.

**Unjust Enrichment: District of Columbia**

320. The allegations contained in Paragraph 320 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 320 of the Complaint.

321. The allegations contained in Paragraph 321 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 321 of the Complaint.

322. The allegations contained in Paragraph 322 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 322 of the Complaint.

323. The allegations contained in Paragraph 323 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 323 of the Complaint.

**Unjust Enrichment: Florida**

324. The allegations contained in Paragraph 324 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 324 of the Complaint.

325. The allegations contained in Paragraph 325 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 325 of the Complaint.

326. The allegations contained in Paragraph 326 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 326 of the Complaint.

**Unjust Enrichment: Hawaii**

327. The allegations contained in Paragraph 327 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 327 of the Complaint.

328. The allegations contained in Paragraph 328 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 328 of the Complaint.

329. The allegations contained in Paragraph 329 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 329 of the Complaint.

**Unjust Enrichment: Illinois**

330. The allegations contained in Paragraph 330 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 330 of the Complaint.

331. The allegations contained in Paragraph 331 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 331 of the Complaint.

332. The allegations contained in Paragraph 332 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 332 of the Complaint.

333. The allegations contained in Paragraph 333 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 333 of the Complaint.

#### **Unjust Enrichment: Iowa**

334. The allegations contained in Paragraph 334 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 334 of the Complaint.

335. The allegations contained in Paragraph 335 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 335 of the Complaint.

336. The allegations contained in Paragraph 336 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 336 of the Complaint.

**Unjust Enrichment: Kansas**

337. The allegations contained in Paragraph 337 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 337 of the Complaint.

338. The allegations contained in Paragraph 338 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 338 of the Complaint.

339. The allegations contained in Paragraph 339 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 339 of the Complaint.

340. The allegations contained in Paragraph 340 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 340 of the Complaint.

**Unjust Enrichment: Maine**

341. The allegations contained in Paragraph 341 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 341 of the Complaint.

342. The allegations contained in Paragraph 342 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 342 of the Complaint.

343. The allegations contained in Paragraph 343 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 343 of the Complaint.

344. The allegations contained in Paragraph 344 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 344 of the Complaint.

**Unjust Enrichment: Massachusetts**

345. The allegations contained in Paragraph 345 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 345 of the Complaint.

346. The allegations contained in Paragraph 346 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 346 of the Complaint.

347. The allegations contained in Paragraph 347 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 347 of the Complaint.

348. The allegations contained in Paragraph 348 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 348 of the Complaint.

**Unjust Enrichment: Michigan**

349. The allegations contained in Paragraph 349 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 349 of the Complaint.

350. The allegations contained in Paragraph 350 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 350 of the Complaint.

351. The allegations contained in Paragraph 351 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 351 of the Complaint.

352. The allegations contained in Paragraph 352 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 352 of the Complaint.

**Unjust Enrichment: Minnesota**

353. The allegations contained in Paragraph 353 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 353 of the Complaint.

354. The allegations contained in Paragraph 354 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 354 of the Complaint.

355. The allegations contained in Paragraph 355 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 355 of the Complaint.

356. The allegations contained in Paragraph 356 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 356 of the Complaint.

**Unjust Enrichment: Mississippi**

357. The allegations contained in Paragraph 357 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 357 of the Complaint.

358. The allegations contained in Paragraph 358 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 358 of the Complaint.

359. The allegations contained in Paragraph 359 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 359 of the Complaint.

360. The allegations contained in Paragraph 360 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 360 of the Complaint.

#### **Unjust Enrichment: Nebraska**

361. The allegations contained in Paragraph 361 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 361 of the Complaint.

362. The allegations contained in Paragraph 362 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 362 of the Complaint.

363. The allegations contained in Paragraph 363 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 363 of the Complaint.

364. The allegations contained in Paragraph 364 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 364 of the Complaint.

**Unjust Enrichment: Nevada**

365. The allegations contained in Paragraph 365 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 365 of the Complaint.

366. The allegations contained in Paragraph 366 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 366 of the Complaint.

367. The allegations contained in Paragraph 367 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 367 of the Complaint.

368. The allegations contained in Paragraph 368 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 368 of the Complaint.

369. The allegations contained in Paragraph 369 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 369 of the Complaint.

**Unjust Enrichment: New Hampshire**

370. The allegations contained in Paragraph 370 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 370 of the Complaint.

371. The allegations contained in Paragraph 371 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 371 of the Complaint.

372. The allegations contained in Paragraph 372 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 372 of the Complaint.

373. The allegations contained in Paragraph 373 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 373 of the Complaint.

**Unjust Enrichment: New Mexico**

374. The allegations contained in Paragraph 374 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 374 of the Complaint.

375. The allegations contained in Paragraph 375 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 375 of the Complaint.

376. The allegations contained in Paragraph 376 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 376 of the Complaint.

377. The allegations contained in Paragraph 377 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 377 of the Complaint.

378. The allegations contained in Paragraph 378 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 378 of the Complaint.

#### **Unjust Enrichment: New York**

379. The allegations contained in Paragraph 379 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 379 of the Complaint.

380. The allegations contained in Paragraph 380 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 380 of the Complaint.

381. The allegations contained in Paragraph 381 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 381 of the Complaint.

**Unjust Enrichment: North Carolina**

382. The allegations contained in Paragraph 382 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 382 of the Complaint.

383. The allegations contained in Paragraph 383 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 383 of the Complaint.

384. The allegations contained in Paragraph 384 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 384 of the Complaint.

385. The allegations contained in Paragraph 385 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 385 of the Complaint.

386. The allegations contained in Paragraph 386 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 386 of the Complaint.

387. The allegations contained in Paragraph 387 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 387 of the Complaint.

**Unjust Enrichment: North Dakota**

388. The allegations contained in Paragraph 388 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 388 of the Complaint.

389. The allegations contained in Paragraph 389 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 389 of the Complaint.

390. The allegations contained in Paragraph 390 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 390 of the Complaint.

391. The allegations contained in Paragraph 391 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 391 of the Complaint.

392. The allegations contained in Paragraph 392 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 392 of the Complaint.

393. The allegations contained in Paragraph 393 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 393 of the Complaint.

394. In response to the allegations contained in Paragraph 394 of the Complaint, American Securities denies that IPPs are entitled any relief.

#### **Unjust Enrichment: Oregon**

395. The allegations contained in Paragraph 395 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 395 of the Complaint.

396. The allegations contained in Paragraph 396 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 396 of the Complaint.

397. The allegations contained in Paragraph 397 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 397 of the Complaint.

398. The allegations contained in Paragraph 398 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 398 of the Complaint.

#### **Unjust Enrichment: Puerto Rico**

399. The allegations contained in Paragraph 399 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 399 of the Complaint.

400. The allegations contained in Paragraph 400 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 400 of the Complaint.

401. The allegations contained in Paragraph 401 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 401 of the Complaint.

402. In response to the allegations contained in Paragraph 402 of the Complaint, American Securities denies that IPPs are entitled any relief.

**Unjust Enrichment: Rhode Island**

403. The allegations contained in Paragraph 403 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 403 of the Complaint.

404. The allegations contained in Paragraph 404 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 404 of the Complaint.

405. The allegations contained in Paragraph 405 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 405 of the Complaint.

406. The allegations contained in Paragraph 406 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 406 of the Complaint.

**Unjust Enrichment: South Carolina**

407. The allegations contained in Paragraph 407 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 407 of the Complaint.

408. The allegations contained in Paragraph 408 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 408 of the Complaint.

409. The allegations contained in Paragraph 409 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 409 of the Complaint.

**Unjust Enrichment: South Dakota**

410. The allegations contained in Paragraph 410 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 410 of the Complaint.

411. The allegations contained in Paragraph 411 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 411 of the Complaint.

412. The allegations contained in Paragraph 412 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 412 of the Complaint.

413. The allegations contained in Paragraph 413 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 413 of the Complaint.

414. In response to the allegations contained in Paragraph 414 of the Complaint, American Securities denies that IPPs are entitled any relief.

**Unjust Enrichment: Tennessee**

415. The allegations contained in Paragraph 415 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 415 of the Complaint.

416. The allegations contained in Paragraph 416 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 416 of the Complaint.

417. The allegations contained in Paragraph 417 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 417 of the Complaint.

418. The allegations contained in Paragraph 418 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 418 of the Complaint.

419. The allegations contained in Paragraph 419 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 419 of the Complaint.

**Unjust Enrichment: Utah**

420. The allegations contained in Paragraph 420 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 420 of the Complaint.

421. The allegations contained in Paragraph 421 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 421 of the Complaint.

422. The allegations contained in Paragraph 422 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 422 of the Complaint.

423. The allegations contained in Paragraph 423 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 423 of the Complaint.

**Unjust Enrichment: Vermont**

424. The allegations contained in Paragraph 424 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 424 of the Complaint.

425. The allegations contained in Paragraph 425 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 425 of the Complaint.

426. The allegations contained in Paragraph 426 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 426 of the Complaint.

427. The allegations contained in Paragraph 427 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 427 of the Complaint.

#### **Unjust Enrichment: West Virginia**

428. The allegations contained in Paragraph 428 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 428 of the Complaint.

429. The allegations contained in Paragraph 429 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 429 of the Complaint.

430. The allegations contained in Paragraph 430 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 430 of the Complaint.

431. The allegations contained in Paragraph 431 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 431 of the Complaint.

**Unjust Enrichment: Wisconsin**

432. The allegations contained in Paragraph 432 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 432 of the Complaint.

433. The allegations contained in Paragraph 433 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 433 of the Complaint.

434. The allegations contained in Paragraph 434 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 434 of the Complaint.

435. The allegations contained in Paragraph 435 of the Complaint constitute legal contentions and/or conclusions and Plaintiff's characterization of claims to which no response is

required. To the extent that a response is required, American Securities denies the allegations contained in Paragraph 435 of the Complaint.

**PRAYER FOR RELIEF**

American Securities denies that Plaintiff suffered any injury or incurred any damages by any act or omission of American Securities as alleged in the Complaint. American Securities further denies that Plaintiff is entitled to any relief under any theory by means of the allegations set forth in each of the paragraphs and their subparts in the Complaint.

**JURY DEMAND**

The allegations contained under the heading “Demand for Jury Trial” contain no factual assertions for which a response is required. To the extent that a response is required, American Securities denies the allegations contained under the heading “Demand for Jury Trial” in their entirety, except admits that Plaintiff demand a trial by jury.

**DEFENSES**

FURTHER, American Securities asserts the following defenses and affirmative defenses to the Complaint. American Securities does not concede that it has the burden of proof on such defenses that would otherwise rest on Plaintiff:

**FIRST DEFENSE**

**(Failure to State a Claim)**

Plaintiff’s claims should be dismissed because the Complaint fails to state facts sufficient to plausibly suggest the existence of a conspiracy, in which American Securities joined or participated, and also because Plaintiff fails to state a claim under the relevant laws upon which relief may be granted.

## **SECOND DEFENSE**

### **(Mitigation)**

The relief sought by Plaintiff is barred, in whole or in part, because Plaintiff has failed to take appropriate and necessary steps to mitigate their alleged damages, if any.

## **THIRD DEFENSE**

### **(Statute of Limitations)**

Plaintiff's claims should be dismissed to the extent that they are barred, in whole or in part, by the applicable statute(s) of limitations.

## **FOURTH DEFENSE**

### **(Due Process)**

The Complaint is barred, in whole or in part, insofar as it seeks to impose liability based on unjustified or irrebuttable presumptions, thereby violating American Securities' rights to due process under the United States Constitution. To the extent Plaintiff's claims would result in American Securities paying damages to more than one claimant for the same alleged overcharges to customers, they are barred because such multiple liability would violate rights guaranteed to American Securities by the United States Constitution, including, without limitation, rights guaranteed by the Due Process Clause of the Fourteenth Amendment.

## **FIFTH DEFENSE**

### **(Waiver and Estoppel)**

The relief sought by Plaintiff is barred, in whole or in part, by the doctrines of waiver and/or estoppel.

## **SIXTH DEFENSE**

### **(Laches)**

The relief sought by Plaintiff is barred, in whole or in part, by the equitable doctrine of laches.

## **SEVENTH DEFENSE**

### **(Unjust Enrichment)**

The relief sought by Plaintiff is barred, in whole or in part, because Plaintiff would be unjustly enriched if they were allowed to recover any part of the damages alleged in the Complaint. The equitable relief sought by Plaintiff is barred, in whole or in part, because Plaintiff has available an adequate remedy at law.

## **EIGHTH DEFENSE**

### **(Comparative Fault)**

The relief sought by Plaintiff is barred, in whole or in part, because any and all injuries alleged in the Complaint, the fact and extent of which American Securities specifically denies, were directly and proximately caused or contributed to by the statements, acts, and/or omissions of Plaintiff and/or third parties or entities, other than American Securities.

## **NINTH DEFENSE**

### **(Acquiescence)**

The relief sought by Plaintiff is barred, in whole or in part, by Plaintiff's acquiescence and/or confirmation of any and all conduct and/or omissions alleged as to American Securities.

**TENTH DEFENSE**

**(Set Off)**

American Securities is entitled to set off from any recovery Plaintiff may obtain against American Securities, including but not limited to any amount paid to Plaintiff by any other Defendants who have settled, or do settle, Plaintiff's claims in this matter.

**ELEVENTH DEFENSE**

**(Restitution Unmanageable and Inequitable)**

The relief sought by Plaintiff is barred, in whole or in part, to the extent the restitution sought in the Complaint is unmanageable and inequitable.

**TWEVLTH DEFENSE**

**(Claims Barred)**

The relief sought by Plaintiff is barred, in whole or in part, to the extent Plaintiff has failed to exhaust all remedies before seeking relief from American Securities.

**THIRTEENTH DEFENSE**

**(Independent, Legitimate Business and Economic Justification)**

The relief sought by Plaintiff is barred, in whole or in part, because the conduct engaged in by American Securities was reasonable and based on independent, legitimate business and economic justifications.

**FOURTEENTH DEFENSE**

**(No Restraint of Trade)**

Plaintiff's claims are barred, in whole or in part, because American Securities was not part of any contract, combination, or conspiracy in restraint of trade in violation of the Sherman Act.

## **FIFTEENTH DEFENSE**

### **(No Harm to Competition)**

Plaintiff's claims against American Securities are barred, in whole or in part, because American Securities' alleged actions did not result in any harm to competition.

## **SIXTEENTH DEFENSE**

### **(Too Broad of Remedy)**

Plaintiff's claims against American Securities are barred because the relief sought is broader than what is necessary to remedy the alleged harm.

## **SEVENTEENTH DEFENSE**

### **(Unclean Hands)**

Plaintiff's claims should be dismissed to the extent that they are barred, in whole or in part, by the equitable doctrine of unclean hands.

## **EIGHTEENTH DEFENSE**

### **(Antitrust Injury)**

Plaintiff's claims are barred, in whole or in part, because Plaintiff has not suffered, and will not suffer, injury of the type that the antitrust laws pleaded in the Complaint are designed to prevent, or any other injury to a legally cognizable interest, by reason of the conduct alleged in Plaintiff's Complaint.

## **NINETEENTH DEFENSE**

### **(Speculative and Uncertain Damages)**

Plaintiff's claims should be dismissed because the alleged damages sought are too speculative and uncertain, and cannot be practicably ascertained or allocated.

**TWENTIETH DEFENSE**

**(Good Faith)**

American Securities alleges that, without admitting any liability whatsoever, at all times its conduct was reasonable, and its actions were undertaken in good faith to advance legitimate business interests and had the effect of promoting, encouraging and increasing competition.

**TWENTY-FIRST DEFENSE**

**(Reservation of Rights to Assert Additional Defenses)**

American Securities has not knowingly or intentionally waived any applicable defenses and explicitly reserves the right to assert and rely on such other applicable defenses as may become available or apparent during discovery proceedings. American Securities further reserves the right to amend its Answer and/or its defenses accordingly, and/or to delete defenses that it determines are not applicable during the course of subsequent discovery.

**TWENTY-SECOND DEFENSE**

**(Other Defenses Incorporated by Reference)**

American Securities adopts and incorporates by reference any and all other additional or affirmative defenses asserted or to be asserted by any other Defendants in this proceedings (Case No. 16-md-02687), to the extent that American Securities may share in such affirmative defenses.

**TWENTY-THIRD DEFENSE**

**(Damages Passed On)**

Plaintiff's claims should be dismissed to the extent they are barred, in whole or in part, because any injury or damage alleged in the Complaint was passed on to persons or entities other than the Plaintiff and/or was passed on by Plaintiff to other parties.

**TWENTY-FOURTH DEFENSE**

**(Lack of Standing as Indirect Purchasers)**

Plaintiff's claims are barred, in whole or in part, to the extent the various states cited have not repealed the *Illinois Brick* doctrine.

**TWENTY-FIFTH DEFENSE**

**(Not Entitled to Seek Damages)**

Plaintiff's claims are barred, in whole or in part, to the extent Plaintiff is not entitled to seek damages under the laws of the various states cited.

**TWENTY-SIXTH DEFENSE**

**(Goods Not Purchased Primarily for Personal, Family, or Household Purposes)**

Plaintiff's claims are barred under the laws of the various States cited, in whole or in part, to the extent that at least some purported class members did not purchase goods primarily for personal, family, or household purposes.

**PRAYER FOR RELIEF**

WHEREFORE, American Securities prays that the Court determine and adjudge:

- (a) That the Complaint be dismissed with prejudice;
- (b) That judgment be entered in favor of American Securities and against Plaintiff with respect to all causes of action in the Complaint;
- (c) That Plaintiff takes nothing by the Complaint;
- (d) That American Securities be awarded its costs, disbursements and attorneys' fees and expenses herein; and
- (e) That American Securities be awarded such other and further relief as the Court may deem proper.

Dated: April 2, 2018

By: /s/ Aaron Rubinstein

Aaron Rubinstein (admitted *pro hac vice*)

C. Scott Lent (admitted *pro hac vice*)

Paul Q. Andrews (admitted *pro hac vice*)

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*Counsel for Defendants American Securities  
LLC, Matthew LeBaron, and Scott Wolff*

**CERTIFICATION PURSUANT TO LOCAL CIVIL RULE 11.2**

The undersigned hereby certifies that to the best of their knowledge, aside from this multi-district litigation, the subject matter of this controversy is also the subject of actions captioned *State of North Carolina, ex rel. Lawrence McShane v. Reichl, et al.*, Docket No. 17-CV-00321, pending in the North Carolina General Court of Justice, Superior Court Division, County of Carrabus; *Commonwealth of Virginia, ex rel. Lawrence McShane v. Reichl, et al.*, Docket No. CL 17000944-00 pending in the Commonwealth of Virginia, Norfolk Circuit Court, Civil Division; *City of Chicago, ex. rel. Lawrence McShane v. Reichl, et al.*, Docket No. 16-L011383, and *State of Illinois, ex rel. Lawrence McShane v. Reichl, et al.*, Docket No. 16-L001074 pending in the Circuit Court of Cook County, Illinois, County Department, Law Division; and is not the subject of any other action pending in any Court or of any pending arbitration or administrative proceeding.

Dated: April 2, 2018

/s/ Aaron Rubinstein

Aaron Rubinstein

**CERTIFICATE OF SERVICE**

I hereby certify that on April 2, 2018, I caused the foregoing American Securities Defendants' Answer to Plaintiff City of Homestead, Florida's Complaint to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notifications of such filings to all counsel of record.

Dated: April 2, 2018

/s/ Aaron Rubinstein  
Aaron Rubinstein